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THE  
REVISED STATUTES,  
OF THE  
TERRITORY OF MINNESOTA,

PASSED AT THE SECOND SESSION OF THE  
LEGISLATIVE ASSEMBLY,

COMMENCING JANUARY 1, 1851.

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1. If within two years from the filing of their articles of association, they shall not have commenced the construction of their road, and actually expended thereon, at least ten per cent of the capital stock of such company, and,

2. If within five years from such filing of the articles of association, such road shall not be completed according to the provisions of this chapter.

SEC. 54. All companies formed under this chapter, shall at all times be subject to visitation and examination by the legislature or by a committee appointed by either house thereof, or by any agent or officer in pursuance of law; and the courts of this territory shall have the same jurisdiction over such corporations and their officers as over those created by special acts.

*Companies liable to visitation, &c.*

SEC. 55. The legislature may at any time establish rules and regulations for the government of any such corporation in relation to such road, the use of the same, and rates of tolls to be collected thereon; and may alter, amend or repeal this chapter, or may annul and disfranchise any corporation formed or created under the same.

*Power of legislature over companies.*

SEC. 56. No company or corporation, shall under any pretence whatever, exercise any banking powers, under a penalty of forfeiture of their rights under the provisions of this chapter.

*Not to exercise banking powers.*

CHAPTER 40.

OF CORPORATIONS FOR MANUFACTURING, MINING, LUMBERING, AGRICULTURAL, MECHANICAL, AND CHEMICAL PURPOSES.

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9. Trustees may make calls of stock; proceedings in case of failure to pay same.
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SECTION

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17. Corporations may increase or diminish their capital stock; existing corporations may organize under this chapter.
18. How notice to be given in such cases.
19. Proceedings in such cases, &c.
20. Trustees to cause book to be kept; same to be kept open, and all transfers of stock to be entered therein; penalty on officers and company for neglect, &c.
21. Not to exercise banking powers.

SEC. 1. Any three or more persons, desirous of forming a corpo-

How corporation may be formed.

ration; for the purpose of carrying on any kind of manufacturing, mining, lumbering, agricultural, mechanical, or chemical business, may make, sign and acknowledge, before some officer authorized to take the acknowledgement of deeds, a certificate, in writing, in which shall be stated the name of such corporation, and the objects for which the corporation shall be formed, the amount of the capital stock of such corporation, the term of its existence, which shall not exceed ten years, the number of shares of which said stock shall consist, the number of trustees, and their names, who shall manage the concerns of said corporation for the first year, and the names of the town and county in which the operations of the said corporation are to be carried on.

Certificate to be filed.

SEC. 2. Such certificate shall be filed in the office of the register of deeds, of the county in which the business of the corporation shall be carried on; and a duplicate thereof shall be filed in the office of the secretary of the territory.

To be a body corporate, and their powers as such.

SEC. 3. When such certificate shall have been filed, as aforesaid, the persons who shall have signed and acknowledged the same, and their successors, shall be a body politic and corporate, by the name stated in such certificate; and by that name may have succession, and shall be capable of suing and being sued; and they may have a common seal, and may alter the same at pleasure; and they shall, by their corporate name, be capable of purchasing, holding, and conveying, any real and personal estate whatever, which may be necessary to enable the said corporation to carry on the business named in such certificate, but shall not mortgage the same, or give any lien thereon: *Provided*, That the amount of real estate so owned and held shall not, at any time, exceed forty acres to each stockholder in such corporation, unless it shall be an agricultural corporation.

Limitation of amount of land to be held by each stockholder.

Trustees, their election, powers, &c.

SEC. 4. The stock, property, and concerns of such corporation, shall be managed by not less than three, nor more than nine trustees, who shall respectively be stockholders in such corporation, and who shall, except the first year, be annually elected by the stockholders, at such time and place as shall be directed by the by-laws of the corporation.

Notices of election, &c.

SEC. 5. Public notice of the time and place of holding such election shall be given, not less than ten days previous thereto, by publication in the newspaper printed nearest the place where the business of the corporation shall be carried on, or in such other manner as shall be prescribed by the by-laws of the corporation; and the election shall be made by such of the stockholders as shall attend for that purpose, either in person or by proxy.

Elections to be by ballot; who entitled to vote, &c.; vacancies how filled.

SEC. 6. All elections shall be by ballot, and each stockholder shall be entitled to one vote in said corporation; and the persons receiving the majority of votes shall be trustees; and when any vacancy shall happen among the trustees, by death, resignation, or otherwise, it shall be filled for the remainder of the year, in such manner as may be provided for by the by-laws of said corporation.

Corporation not dissolved by failure to elect trustees; election may be held on any other day.

SEC. 7. In case it shall happen, at any time, that an election of trustees shall not be made on the day fixed for such election by the by-laws of said corporation, the corporation, for that reason, shall not be dissolved; but it shall be lawful, on any other day, to hold an election for trustees, as shall be provided for by the said by-laws; and all acts of the trustees shall be valid and binding as against such corporation, until their successors shall be elected.

Power of trustees to make by-laws, appoint officers &c.

SEC. 8. The trustees shall have power to make and prescribe such by-laws, rules, and regulations, respecting the management, control and disposition of the stock, property and business of such corporation, as they may deem expedient and proper, not inconsistent with the consti-

tution and laws of the United States, or of this territory; and shall have power to appoint and employ officers, clerks, and servants, for conducting and carrying on the business of such corporation, and determine their duties, and the salaries and wages to be paid them.

SEC. 9. It shall be lawful for the trustees to call in, and demand from the stockholders respectively, all such sums of money by them subscribed, at such times, and in such payments, or instalments, as the trustees shall deem proper; and if any stockholder shall fail to pay the amounts so required to be paid at the times required for such payments, the stock of such delinquent stockholder, or such portions thereof as may be required to meet such payments, may be sold by the trustees at public auction, after giving public notice of the time and place of such sale, at least twenty days previous thereto, by publication of such notice in the newspaper printed nearest the place of business of such corporation, or by giving such notice, in such other manner, as shall be prescribed by the by-laws of such corporation; and the surplus, if any, arising from the sale of such stock, over and above the amount due thereon, shall be paid by the trustees to such delinquent stockholder; and a transfer of stock so sold, made by the trustees, in the name of the holder of the stock, shall vest a good and valid title thereto in the purchaser; or the said corporation may commence and prosecute, in any court of competent jurisdiction, an action against any subscriber for stock in said corporation, and recover judgment for the amount due on his subscription, with interest thereon, from the time the same was required to be paid, and have execution therefor.

Trustees may make calls of stock; proceedings in case of failure to pay same.

SEC. 10. The stock of said corporation shall be deemed personal estate, and shall be transferable in such manner as shall be prescribed by the by-laws of the corporation; but no shares shall be transferable until all previous calls thereon, shall have been fully paid in, or they shall have been sold as provided in the preceding section for the non-payment of calls thereon; and it shall not be lawful for such corporation to use any of their funds in the purchase of any stock in any other corporation.

Stock to be deemed personal estate; to be transferable &c.

SEC. 11. The stockholders of any corporation organized under the provisions of this chapter, shall be jointly and individually liable for all debts that may be due and owing to all their clerks, laborers and servants for services performed for such corporation.

Stockholders personally liable for services rendered.

SEC. 12. All such stockholders shall be jointly and individually liable for the payment of all other debts of such corporation to be recovered of the stockholder who is such when the debt is contracted, but he shall not be so liable except as mentioned in the preceding section, unless suit shall be commenced against such stockholder for such debt, within five years from the time he shall have ceased to be a stockholder in such corporation, or unless an execution, issued against the corporation for the collection of such debt, shall have been returned unsatisfied in whole or in part.

When stockholders personally liable for all other debts of the corporation.

SEC. 13. No person holding stock in such corporation as executor, administrator, guardian or trustee, and no person holding such stock as collateral security, shall be personally subject to any liability as stockholder of such corporation, but the person pledging such stock shall be considered as holding the same, and shall be liable as a stockholder accordingly, and the estates and funds in the hands of such executor, administrator, guardian or trustee, shall be liable in like manner as the testator or intestate would have been, if he had been living, or the ward or person interested in such trust fund would have been, if he had been competent to act, and hold the same stock in his own name.

Executors, trustees, &c., holding stock not liable personally, &c.

SEC. 14. Every such executor, administrator, guardian, or trustee, shall represent the share of stock in his hands at all meetings of the

Who to represent stock held in trust, and who on pledge.

corporation, and may vote accordingly as a stockholder; and every person who shall pledge his stock as aforesaid, may nevertheless represent the same at all such meetings; and may vote accordingly as a stockholder.

Stock to be paid in money, and same not to be loaned to stockholders.

SEC. 15. Nothing but money shall be considered as payment of the capital stock, of any corporation formed under the provisions of this chapter; and no loan of money shall be made by any such corporation, to any stockholder therein.

Legislature may amend or repeal law of incorporation, &c.

SEC. 16. The legislature may, at any time, alter, amend or repeal this chapter; or may amend or repeal any corporation formed or created under this chapter; but such amendment or repeal shall not, nor shall the dissolution of any such corporation take away or impair any remedy given against any such corporation, its stockholders or officers, for any liability which shall have been previously incurred.

Corporations may increase or diminish their capital stock; existing corporations may organize under this chapter.

SEC. 17. Any corporation formed under this chapter, may increase or diminish its capital stock, and may also extend its business to any other manufacturing, mining, lumbering, agricultural, mechanical, or chemical business, in the manner hereinafter provided; and any existing company heretofore formed, may come under and avail itself of the privileges and provisions of this chapter, by complying with the following provisions; and thereupon such company, its officers and stockholders shall be subject to all the restrictions, duties and liabilities of this chapter.

How notice to be given in such cases.

SEC. 18. Whenever any company shall desire to avail itself of the privileges and provisions of this chapter, or shall desire to increase or diminish the amount of its capital stock, or extend or change its business, a meeting of the stockholders shall be called by the trustees, whose duty it shall be to publish a notice of such meeting, signed by a majority of them, in a newspaper printed in the county, if any shall be published therein; and if none, then in a newspaper printed nearest their principal place of business, at least three successive weeks, and to serve personally on each stockholder a written or printed copy thereof, or deposit such copy in the post office, addressed to each stockholder, at his usual place of residence, at least three weeks previous to the day fixed upon for holding such meeting; such notice shall specify the object of such meeting, the time and place when and where the same shall be held; and the amount to which it is proposed to increase or diminish the capital stock, and the business to which the company would be extended or changed.

Proceedings in such cases, &c.

SEC. 19. At the time and place specified in the notice provided for in the preceding section, the stockholders present in person or by proxy, shall organize, by choosing one of the trustees chairman of the meeting, and also a suitable person for secretary, and proceed to vote; and if on canvassing the votes, it shall be found that votes representing at least two-thirds of all the shares of stock of such company, have been given in favor of increasing or diminishing the amount of capital; or of extending or changing its business; or in favor of availing itself of the provisions and privileges of this chapter, as aforesaid, a certificate of the proceedings, showing a compliance with the provisions of this chapter, the business to which the company is extended or changed, and the amount to which the capital stock shall be increased or diminished, shall be made out, signed and verified by the affidavit of the chairman and secretary, and such certificates, shall be acknowledged by the chairman and secretary, and filed as required by the first section of this chapter; and when so filed, the capital of such corporation shall be increased or diminished to the amount specified in such certificate, and the business extended or changed as aforesaid; and the company shall be entitled to the provisions and privileges, and be subject to the liabilities of this chapter, as the case may be.

Sec. 20. It shall be the duty of the trustees of every such corporation or company, to cause a book to be kept by the treasurer or clerk thereof, containing the names of all persons alphabetically arranged, who are or shall have been within six years, stockholders of such company, and showing their places of residence, the number of shares of stock held by them respectively, and the time when they respectively became the owners of such shares, every transfer of stock, and the amount of stock actually paid in; which book shall, during the usual business hours of the day, on every day, except Sunday, be open for the inspection of stockholders and creditors of the company, and their personal representatives, at the office or principal place of business of such company, in the county where its business operations shall be located; and any and every such stockholder, creditor, or representative, shall have a right to make extracts from such book; and no transfer of stock shall be valid for any purpose whatever, except to render the person to whom it shall be transferred, liable for the debts of the company, according to the provisions of this chapter, until it shall have been entered therein, as required by this section, by an entry showing to and from whom transferred; such book shall be presumptive evidence of the facts therein stated, in favor of the plaintiff in any suit or proceeding against such company, or against one or more stockholders; every officer or agent of any such company, who shall neglect to make any proper entry in such book, or shall refuse or neglect to exhibit the same, or allow the same to be inspected, and extracts to be taken therefrom, as provided by this section, shall be deemed guilty of a misdemeanor, and upon conviction thereof, shall be punished by fine not exceeding five hundred dollars, or by imprisonment not exceeding six months; and the company shall forfeit and pay for every such neglect or refusal, to the party injured thereby, all the damages resulting therefrom; and every company that shall neglect to keep such book open for inspection as aforesaid, shall forfeit and pay the sum of fifty dollars for every day it shall so neglect; to be sued for and recovered in the name of the United States, by the district attorney of the county in which the business of such corporation shall be located.

Trustees to cause book to be kept; same to be kept open, and all transfers of stock to be entered therein.

Penalty on officers and company for neglect, &c.

Sec. 21. Any company or corporation formed and organized under the provisions of this chapter, is hereby prohibited from exercising any banking powers under any pretence whatever, under a penalty of forfeiting their right of incorporation, under, or by virtue of this chapter.

Not to exercise banking powers.

CHAPTER 41.

OF THE INCORPORATION OF VILLAGES.

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1. What territory may be incorporated into a village.
2. Survey and map to be made.
3. Census to be taken.
4. Survey, map and census, where to be left,

SECTION

5. Notice of application to court.
6. Notice how published.
7. Application to court, how made.
8. Order of court incorporating village.